



Himadri Speciality Chemical Ltd

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata – 700 001

Corp. Office: 8, India Exchange Place, 2nd Floor, Kolkata- 700 001

Email: investors@himadri.com; Website: www.himadri.com; Ph: 033 22309953

Notice to the Members

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of Himadri Speciality Chemical Ltd will be held on **Wednesday, the 29 September 2021 at 11:30 a.m. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021 together with the report of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 0.15 (15%) per equity share of face value of ₹ 1 each for the financial year ended 31 March 2021.
3. To appoint a Director in place of Mr. Anurag Choudhary (DIN: 00173934), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Amit Choudhary (DIN: 00152358), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- 5. To ratify remuneration of Cost Auditor and to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and other applicable laws, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus

applicable taxes and reimbursement of actual travel and out of pocket expenses incurred in connection with the cost audit, payable to Mr. Sambhu Banerjee, Cost Auditor (Membership No. 9780), who has been appointed by the Board of Directors as the Cost Auditor for conducting the audit of the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending 31 March 2022, be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 6. To appoint Mr. Girish Paman Vanvari (DIN: 07376482) as an Independent Director and to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder and Regulation 16(1) (b) and Regulation 17 and all other applicable provisions, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Girish Paman Vanvari (DIN: 07376482), who was appointed as an Additional Director

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in the capacity of Independent Director of the Company with effect from 22 June 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and who has submitted the necessary declaration to the effect that he meets the criteria for independence as prescribed in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, for the first term, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 22 June 2021;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. To re-appoint Mr. Santosh Kumar Agrawala (DIN: 00364962) as an Independent Director and to consider and, if thought fit, to pass, the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder and Regulation 16(1)(b) and Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Santosh Kumar Agrawala (DIN: 00364962), who was appointed as an Independent Director of the Company at the Annual General Meeting held on 22 September 2017 and whose present term shall expire on 13 November 2021, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, and being eligible, be and is

hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years with effect from 14 November 2021.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To appoint Mr. Gopal Ajay Malpani (DIN: 02043728) as an Independent Director and to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder and Regulation 16(1)(b) and Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gopal Ajay Malpani (DIN: 02043728), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from 13 August 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and who has submitted the necessary declaration to the effect that he meets the criteria for independence as prescribed in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, for the first term, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 13 August 2021;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the

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Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To ratify and approve the remuneration of Mr. Bankey Lal Choudhary (DIN: 00173792), Whole-Time Director for the period of his tenure i.e from 01 April 2020 to 31 March 2024 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** further to the resolution passed by the Members at the 31st AGM of the Company according their consent to the re-appointment of Mr. Bankey Lal Choudhary (DIN: 00173792) as Managing Director for the period from 1 April 2019 to 14 August 2019 and Whole-Time Director for the period from 14 August 2019 to 31 March 2024 for an aggregate period not exceeding five years, at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Sections 197, 198 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to ratify and approve the payment of the remuneration to Mr. Bankey Lal Choudhary as the Whole-Time Director of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1 April 2020 to 31 March 2024;

RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in Explanatory Statement as the minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of said Mr. Bankey Lal Choudhary in such manner as may be agreed by the Board and Mr. Bankey Lal Choudhary, subject to the limits as specified under Schedule V of the Act including any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

10. To ratify and approve the remuneration of Mr. Anurag Choudhary (DIN: 00173934), Managing Director & CEO for the period of his tenure i.e from 01 April 2020 to 13 August 2024 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** further to the resolution passed by the Members at the 31st AGM of the Company according their consent to the appointment of Mr. Anurag Choudhary (DIN: 00173934), as Managing Director & CEO for a period of 5 (Five) years commencing from 14 August 2019, at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Sections 197, 198 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements)

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Regulations, 2015, (“Listing Regulations”) and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to ratify and approve the payment of the remuneration to Mr. Anurag Choudhary as the Managing Director & CEO of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1 April 2020 to 13 August 2024;

RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in Explanatory Statement as the minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of said Mr. Anurag Choudhary in such manner as may be agreed by the Board and Mr. Anurag Choudhary, subject to the limits as specified under Schedule V of the Act including any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

11. To ratify and approve the remuneration of Mr. Amit Choudhary (DIN: 00152358), Whole-Time Director for the period of his tenure i.e from 01 April 2020 to 13 August 2024 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT further to the resolution passed by the Members at the 31st AGM of the Company according their consent to the appointment of Mr. Amit Choudhary (DIN: 00152358), as Whole-Time Director for a period of 5 (Five) years commencing from 14 August 2019, at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Sections 197, 198 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to ratify and approve the payment of the remuneration to Mr. Amit Choudhary as the Whole-Time Director of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1 April 2020 to 13 August 2024;

RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in Explanatory Statement as the minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby

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authorised to alter and vary the terms and conditions including remuneration of said Mr. Amit Choudhary in such manner as may be agreed by the Board and Mr. Amit Choudhary, subject to the limits as specified under Schedule V of the Act including any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

12. To ratify and approve the remuneration of Mr. Tushar Choudhary (DIN: 00174003), Whole-Time Director for the period of his tenure i.e from 01 April 2020 to 13 August 2024 and to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** further to the resolution passed by the Members at the 31st AGM of the Company according their consent to the appointment of Mr. Tushar Choudhary (DIN: 00174003), as Whole-Time Director for a period of 5 (Five) years commencing from 14 August 2019, at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Sections 197, 198 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and other applicable laws, including any statutory modification(s)

or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to ratify and approve the payment of the remuneration to Mr. Tushar Choudhary as the Whole-Time Director of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1 April 2020 to 13 August 2024;

RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in Explanatory Statement as the minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to alter and vary the terms and conditions including remuneration of said Mr. Tushar Choudhary in such manner as may be agreed by the Board and Mr. Tushar Choudhary, subject to the limits as specified under Schedule V of the Act including any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

Sd/-

Monika Saraswat
Company Secretary
ACS: 29322

Place: Kolkata
Date: 13 August 2021

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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts relating to Special Business under item no 5 to 12 of the notice to be transacted at the 33rd AGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively and by General Circular No. 02/2021 dated January 13, 2021 and other applicable circulars, (hereinafter, collectively referred as the “MCA Circulars”) read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively and other applicable circulars (hereinafter, collectively referred as the “SEBI Circulars”) has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), which does not require physical presence of the Members, Directors, Auditors and other persons at common venue, in view of this, the 33rd AGM of the Company is being conducted through VC / OAVM facility. The deemed venue for the 33rd AGM shall be the Corporate Office of the Company situated at Ruby House, 8 India Exchange Place, 2nd Floor, Kolkata – 700 001. Hence Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC / OAVM is annexed herewith in note no. 29.
3. The 33rd AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. NSDL will be providing facility for voting through remote e-voting, for participation in the 33rd AGM through VC/ OAVM facility and e-Voting during the 33rd AGM. The instructions and other information relating to e-voting are given in the notice under note no 29.
5. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Body Corporates Members are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 33rd AGM of the Company.
6. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting

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and e-voting during AGM, to the Scrutinizer by email through its registered email address to csrajarshi@gmail.com with a copy marked to monika@himadri.com and evoting@nsdl.co.in.

7. The quorum for the Annual General Meeting, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and the members present in the meeting through VC/OAVM shall be counted for the purpose of quorum pursuant to MCA Circular dated 13 January 2021 read with 05 May 2020 and other applicable circulars.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from the 23 September 2021 to 29 September 2021 (both days inclusive) for the purpose of the AGM and payment of dividend.

9. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and SEBI Circular, the Notice of the 33rd AGM along with the Annual Report of the Company for the financial year ended 31 March 2021 are being sent only through electronic mode (e-mail)

to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participant/s (DPs).

Members may note that the Notice and Annual Report for the financial year ended 31 March 2021 is also available on the Company's website www.himadri.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (Agency for providing the Remote e-voting facility) at www.evoting.nsdl.com.

We urge the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

Accordingly, to update the details with the Company, the following procedure may be followed:

Updating/ Registration	Procedure
Email Id & PAN	Physical Holding: An email requesting for updation/ registration of email id with a copy of PAN card and mentioning folio number may be send to the Company's email id at investors@himadri.com or, Company's Registrar and Share Transfer Agent email id at skcdilip@gmail.com
	Demat Holding: Update the email id / PAN through your Depository Participant. The Company had availed the service provided by NSDL to update email id of shareholders who has demat account with NSDL but has not yet updated email id, by sending SMS to those shareholders to update their email id.
Bank Mandate	Physical Holding: An email requesting for updation/ registration of Bank Mandate with a copy of PAN card, cancelled cheque with name printed on cheque, copy of share certificate or any letter received from Company or dividend warrant where folio number is mentioned may be send to the Company's email id at investors@himadri.com or, Company's Registrar and Share Transfer Agent email id at skcdilip@gmail.com
	Demat Holding: Update the Bank mandate through your Depository Participant

The Company has also issued public notice dated 16 July 2021 urging the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

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10. Members of the Company has approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants, (Firm registration no. 101248W/W-100022) as the Statutory Auditors at the 29th Annual General Meeting of the Company held on 22 September 2017 for another term of five years which is valid till 34th Annual General Meeting of the Company, subject to the ratification of appointment by members at every Annual General meeting. In view of the Companies (Amendment) Act, 2017, the ratification of appointment of Statutory Auditors at every AGM has been done away, therefore the necessary resolution seeking consent of the members for ratification of appointment of statutory auditors has not been placed before the shareholders at this AGM.
11. Members may please note that in view of the proviso to Regulation 40(1) of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form (DEMAT) with effect from 1 April 2019, except in case of request received for transmission or transposition of securities. Dematerialisation of shares would help to eliminate risks associated with Physical Shares. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized.
12. The Dividend on shares, if declared, will be paid, subject to deduction of tax at source, as applicable, in respect of shares held in electronic form, to those persons whose names appear as beneficial owners in the statement(s) furnished by the Depositories as on the close of the market day prior to start of book closure and in respect of shares held in physical form, to those Shareholders whose names appear on the Company's register of members after giving effect to all valid transmission / transposition request lodged with the Company before the start of date of book closure. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Bankers' cheques/ demand draft/ dividend warrant to such Member, as soon as possible. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank account details.
13. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar & Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
 - A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to "skcdivit@gmail.com" or

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“investors@himadri.com”. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2021-22 does not exceed ₹ 5,000/-.

- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Self-attested Copy of the Permanent Account Number (PAN Card), if any, allotted by the Indian authorities; Self-attested copy of Tax Residency Certificate (TRC) valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident; Self-declaration in Form 10F. Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit by sending an email to “skcdivit@gmail.com” or “investors@himadri.com”. TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided.

The details of TDS rate for each category of shareholders and necessary format of declarations is also available at the website of the Company at <https://www.himadri.com/pdf/tds-on-dividend-payment-during-the-financial-year-2020-21.pdf>.

14. Transfer of Unclaimed Dividend and Shares to IEPF

Members are hereby informed that pursuant to Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and all other applicable provisions, circulars and amendments thereto, the equity shares of the Company in respect of which dividends remained unclaimed or unpaid for seven consecutive

years or more, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) as established by the Central Government in terms of Section 125(1) of the Act. Accordingly, the Company, during the year ended 31 March 2021 has transferred 178,354 equity shares of the face value of ₹ 1/- each to the demat account of Investor Education and Protection Fund pertaining to the financial year 2012-13, on which the dividends remained unpaid or unclaimed for seven consecutive years. The details of such Members and shares transferred for the financial year 2012-13 are uploaded on Company's website at www.himadri.com under Investor Section.

Pursuant to the provisions of Section 124 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the relevant circulars and amendments thereto ('IEPF Rules') the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the Company, during the year ended 31 March 2021 has transferred the amount of unpaid/unclaimed dividend aggregating to ₹ 5,27,295/- being the unpaid and unclaimed dividend amount pertaining to the dividend for the financial year 2012-13.

Members are hereby informed that the dividend for the financial year ended 31 March 2014 declared at the Annual General Meeting held on 24 September 2014, is also due to be transferred to IEPF Authority on **30 October 2021**, after expiry of the period of seven years. The details of those Members who have not claimed dividend for consecutive period of seven years or more and the relevant details of shares due to be transferred to the IEPF Authority, is available on Company's website at www.himadri.com under

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Investor Section. If valid claim is not received from the concerned Members on or before **29 October 2021**, the Company shall take necessary steps towards transfer of those shares to the IEPF Authority. The Company has given public notice on 28 July 2021 published in English language "Financial Express" and also one in Bengali Newspaper "Sukhabar", and also one in Hindi Newspaper "Jansatta" as well as individual notice was given to the concerned Members informing them that their shares are liable to be transferred to IEPF Authority.

The amount of unpaid dividend for the year ended 31 March 2014 and onwards is lying in separate banking accounts for the respective years. Members who have not claimed dividend for the year ended 31 March 2014 and onwards, if any has been provided an opportunity to claim such dividend by sending a letter under their signature along with one cancelled cheque/Bank details, claiming the amount of unpaid dividend, so as to reach with the Company's Registrar & Share Transfer Agent, M/s S.K. Infosolutions Pvt. Ltd, D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032.

The unclaimed dividend and the unclaimed shares, after transferred to IEPF Authority can be claimed back from the IEPF Authority by filing the web based e-Form IEPF-5 online. Ms. Monika Saraswat, Company Secretary & Compliance Officer is the Nodal Officer of the Company for the purpose of verification of such claims. It was further clarified that in case any dividend is paid or claimed for any year during said period of seven consecutive years, the shares shall not be transferred to IEPF.

15. Bank Mandate for Dividend or Electronic Clearance Services (ECS)

In order to protect the investors from fraudulent encashment of the dividend warrants, the Members holding shares in physical form are requested to intimate the Company under

signature of the Sole/ First joint holder, the following details which will be used by the Company for payment of dividend:

- a. Name of Sole / First joint holder and folio no.
- b. Particulars of bank account viz:
 - Name of the bank, branch, and bank code
 - Complete address of the bank with Pin Code
 - Account type, whether Savings or Current
 - Bank account number allotted by the bank
 - MICR (Magnetic Ink Character Recognition)
 - IFSC (Indian Financial System Code),

Shareholders holding shares in physical form are requested to send their NECS Mandate Form in the format available on Company's website www.himadri.com, duly filled in to be sent to the Company's Registrar & Share Transfer Agent, M/s S. K. Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032, email: skcdilip@gmail.com and in case equity shares are held in electronic form, the NECS Mandate form is required to be sent to the concerned Depository Participants (DPs) directly.

The Securities & Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank account details furnished by the Depositories for the remittance of Dividend through Electronic Clearing Services (ECS) to investors where the Bank details are available, therefore, Members are requested to give instructions regarding Bank Account in which they wish to receive dividend directly through their Depository Participants (DPs). The Members holding shares in DEMAT mode may send the requisite details to their DPs and in case of physical shareholding, the bank details are to

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be provided to the Registrar & Share Transfer Agent.

Further SEBI vide circular dated 20 April 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook /statement attested by the bank. The RTA shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, the issuer companies or their RTA may ask the banker to make payment through physical instrument such as banker's cheque or demand draft or dividend warrant to such securities holder incorporating their bank account details.

The Company has sent reminders to those shareholders, whose bank details are not available with the Registrar & Share Transfer Agent, requesting them to send the required details to enable the Company for payment of Dividend. The Company before processing the request for payment of Unclaimed / Unpaid Dividend, has been in practice of obtaining necessary particulars of Bank Account of the Payee.

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
17. As per the provisions of Section 72 of the Act the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website, www.himadri.com. Members are requested to submit the said details to their DPs in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent in case the shares are held in physical form.
18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into single folio.
19. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/s S K Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032 through email at skcdilip@gmail.com in case the shares are held in physical form and to the Depository Participants (DPs) in case of shares held in electronic form.
20. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s S. K. Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata - 700 032 , email: skcdilip@gmail.com, immediately of
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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21. The Board has appointed Mr. Rajarshi Ghosh, Practising Company Secretary (ACS: 17717), as the scrutinizer to scrutinize the remote e-voting process and also e-voting during the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-voting at the 33rd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's Report.
22. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.himadri.com immediately after declaration. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
23. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
24. The scanned copies of the relevant documents referred to in the accompanying notice/explanatory statement will be made available at www.himadri.com for inspection by the Members at the AGM, up to the date of this AGM.
During the AGM, the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Memorandum and Articles of Association of the Company shall be available for inspection upon login to NSDL e-voting system at <https://www.evoting.nsdl.com>.
25. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
26. Ms. Monika Saraswat, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The Members may contact at the following address:
Name: Ms. Monika Saraswat
Designation: Company Secretary and Compliance Officer
Corporate Office: 8, India Exchange Place, 2nd Floor, Kolkata-700001
Email id: monika@himadri.com;
Phone No.: 033-2230 9953
27. Details as required under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standards on General Meeting (SS-2) with respect to Directors seeking appointment / re-appointment at ensuing AGM is given in the Annexure- III to this Notice.
28. Since the AGM will be held through VC / OAVM facility, the Attendance slip and Route Map are not annexed to this Notice.
29. **Conduct of AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility.**
 - A. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
 - i. The Members are requested to join the 33rd Annual General Meeting (AGM) through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting i.e 11:30 a.m. (IST) by clicking on the link <https://www.evoting.nsdl.com> under Members login, where the EVEN of the Company will be displayed, by using the Remote e-Voting credentials and the same shall be kept open throughout the meeting and are also requested to follow the procedure mentioned in these notes.
 - ii. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first

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- served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. In line with the Ministry of Corporate Affairs (MCA) Circular No. 02/2021 dated 13 January 2021 along with 17/2020 dated 13 April 2020, the Notice calling the 33rd AGM has been uploaded on the website of the Company at www.himadri.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - iv. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - v. Members who would like to express their views or ask questions during the 33rd AGM of the Company will be required to register themselves as a speaker by sending e-mail to the Company Secretary & Compliance Officer at himadriagm2021@himadri.com from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number. Only those members who have registered themselves as speaker by 4 p.m. (IST) on Friday, 24 September 2021 will be able to speak at the meeting.
- Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - vii. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network.
- It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- viii. Members desiring any information regarding the Financial Statements of the Company to be placed at the AGM are requested to write to the Company through email on himadriagm2021@himadri.com latest by 4 p.m. (IST) on Friday, 24 September 2021 so as to enable the management to keep the information readily available at the meeting.
 - ix. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name,

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demat account number/folio number, email id, mobile number at himadriagm2021@himadri.com. The same will be replied by the Company suitably.

- x. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- xi. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast their votes, the e-Voting will be closed with the formal announcement of the closure of the 33rd AGM of the Company.
 - a. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 33rd AGM of the Company through VC/OAVM Facility.
 - b. Members who need assistance before or during the AGM with use of technology, can:
 - Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990;

B. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

- i. The remote e-voting period shall begin at **09:00 a.m. on 25 September 2021 and ends at 5.00 p.m. on 28 September 2021.** During this period Members of the Company,

holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 22 September 2021**, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked.

- ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. 22 September 2021**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 22 September 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="560 432 1485 786">i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="560 786 1485 913">ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="560 913 1485 1294">iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="560 1294 1485 1451">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. <li data-bbox="560 1451 1485 1541">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. <li data-bbox="560 1541 1485 1608">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="560 1608 1485 1787">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

- B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial

password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

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- Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company's email id at investors@himadri.com or, Company's Registrar and Share Transfer Agent email id at skcdillip@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company's email id

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at investors@himadri.com or, Company's Registrar and Share Transfer Agent email id at skcdilip@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through

the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee has considered and approved the appointment of Mr. Sambhu Banerjee, Cost Accountant, (Membership No.9780) as the Cost Auditor of the Company to audit the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2021-22 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) per annum plus GST as applicable and reimbursement of actual travel and out of pocket expenses.

Pursuant to Section 148(3) of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is being sought for passing an Ordinary Resolution as set out under Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31 March 2022.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set at Item no. 5.

The Board recommends passing of the Resolution as set out under Item No. 5 of the Notice for approval by the Members of the Company as an ordinary resolution.

Item No. 6

Mr. Girish Paman Vanvari (DIN: 07376482) was appointed as an Additional Director in the category of Independent Director with effect from 22 June 2021 by the Board at its meeting held on 22 June 2021 on the recommendation of the Nomination & Remuneration Committee, subject to the approval of the Shareholders.

Pursuant to the provisions of Section 161 of the Act, read with Article 93 of the Articles of Association of the Company, Mr. Vanvari will hold office upto the date of ensuing Annual General Meeting. Mr. Vanvari

has given his consent to act as an Independent Director of the Company, and he has also submitted necessary declarations to the effect that he meets the criteria for independence as prescribed in Section 149(6) and other applicable provisions of the Act and Regulation 16(1)(b) and other applicable provisions of Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the condition specified in the Act and rules framed thereunder and the Listing Regulations, for being appointed as an Independent Director and he is independent of the management of the Company.

The Company has also received a declaration to the effect that Mr. Vanvari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated 20 June 2018.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director, for a period of five consecutive years with effect from 22 June 2021.

Mr. Vanvari is a Chartered Accountant by profession and has been a rank holder across all levels. He completed his Bachelor's in Commerce from University of Mumbai. With over 27 years of consulting experience. He is the Founder of Transaction Square - a Tax, Regulatory and Business Advisory Firm.

A fervent champion of ethical tax practice and professional integrity in the Global Tax Eco-system, Mr. Vanvari had a 13-year stint with KPMG and had been the National Leader for Tax at KPMG India. He has been responsible for establishing and building the M&A Tax Business of KPMG India over the last decade. He has built an exclusive legacy of work in the M&A deals and restructuring transactions for some of the biggest deals in the industry. Prior to KPMG, he was at Arthur Andersen for over a decade.

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Mr. Vanvari brings forth vast experience in the tax and regulatory regime which helps him provide practical insights across industries. His fundamental approach of delivering a 'conceptualization to execution' advice has led to decisions which have stood the test of times and authorities. He is a regular conference host, presenter and moderator at various tax conferences and seminars. He has been regularly featured in a number of international and Indian media outlets, newspapers and business magazines. His experience includes advising on many of the largest M&A deals and restructuring transactions in India on a year-to-year basis. Furthermore, he has worked with many large multinationals and Indian promoter companies in advising them on various tax and regulatory issues. In addition, he helped devise market-entry strategies for a number of multinational corporations (MNCs) looking to integrate with India's complex tax landscape. He has advised various companies across sectors such as manufacturing, infrastructure, telecom, IT, energy and natural resources, financial services, auto, pharmaceutical, chemicals, FMCG, etc. Further, he has advised companies across industries.

The Board considers that Mr. Vanvari is a person of integrity and has relevant experience and expertise to be appointed as Independent Director of the Company, for the aforesaid term and his association with the Company as an Independent Director would be beneficial to the Company. The Board, based upon his declaration of Independence, is of opinion that he fulfils the conditions specified in the Act and the Rules made thereunder and Listing Regulations for the appointment as an Independent Director and also confirmed that he has complied with Rule 6 (1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion of his name in data bank for Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Vanvari will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

A Copy of draft letter of appointment of Mr. Vanvari as an Independent Director setting out the detailed terms and conditions would be available for inspection by Members at the website of the Company i.e., www.himadri.com until the date of the ensuing Annual General Meeting.

Except Mr. Vanvari, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Resolution as set out under Item No. 6 of this Notice for approval by the Members of the Company as an ordinary resolution.

Brief Profile of Mr. Vanvari, pursuant to para 1.2.5 of SS-2 ("Revised Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is annexed as **Annexure-III** to the explanatory statement.

Item No. 7

The members of the Company had appointed Mr. Santosh Kumar Agrawala (DIN: 00364962) as an Independent Director of the Company for a term of five years at the Annual General Meeting held on 22 September 2017. He will complete his present term on 13 November 2021 ("first term") and eligible to be re-appointed as such for a second term of five years. The Nomination & Remuneration Committee, on the basis of his performance evaluation, has recommended the re-appointment of Mr. Santosh Kumar Agrawala (DIN: 00364962) as an Independent Director of the Company for a second consecutive term of 5 (five) years.

Mr. Agrawala has given his consent to act as an Independent Director of the Company, and he has also submitted necessary declarations to the effect that he meets the criteria for independence as prescribed in Section 149(6) and other applicable provisions of the Act and Regulation 16(1)(b) and other applicable provisions of Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact

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his ability to discharge his duties. In the opinion of the Board, he fulfils the condition specified in the Act and rules framed thereunder and the Listing Regulations, for being appointed as an Independent Director and he is independent of the management of the Company.

The Company has also received a declaration to the effect that Mr. Agrawala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated 20 June 2018.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing his candidature for the Office of Director, for a period of five consecutive years with effect from 14 November 2021.

The Board of Directors at its meeting held on 13 August 2021, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed re-appointment of Mr. Agrawala as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years on the Board of your Company. The Board is of opinion that continued association of Mr. Agrawala as Independent Director would be beneficial for the further growth and development of the business of the Company.

The Board, based upon his declaration of Independence, is of opinion that he fulfils the conditions specified in the Act and the Rules made thereunder and Listing Regulations for the appointment as an Independent Director and also confirmed that he has complied with Rule 6 (1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion of his name in data bank for Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Agrawala will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any

other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

A Copy of draft letter of appointment of Mr. Agrawala as an Independent Director setting out the detailed terms and conditions would be available for inspection by Members at the website of the Company i.e., www.himadri.com until the date of the ensuing Annual General Meeting.

Except Mr. Agrawala, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Resolution as set out under Item No. 7 of this Notice for approval by the Members of the Company as a Special resolution.

Brief Profile of Mr. Agrawala, pursuant to para 1.2.5 of SS-2 ("Revised Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is annexed as **Annexure-III** to the explanatory statement.

Item No. 8

Mr. Gopal Ajay Malpani (DIN: 02043728) was appointed as an Additional Director in the category of Independent Director with effect from 13 August 2021 by the Board at its meeting held on 13 August 2021 on the recommendation of the Nomination & Remuneration Committee, subject to the approval of the Shareholders.

Pursuant to the provisions of Section 161 of the Act, read with Article 93 of the Articles of Association of the Company, Mr. Malpani will hold office upto the date of ensuing Annual General Meeting. Mr. Malpani has given his consent to act as an Independent Director of the Company, and he has also submitted necessary declarations to the effect that he meets the criteria for independence as prescribed in Section 149(6) and other applicable provisions of the Act and Regulation 16(1)(b) and other applicable provisions of Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be

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reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the condition specified in the Act, rules framed thereunder and the Listing Regulations, for being appointed as an Independent Director and he is independent of the management of the Company.

The Company has also received a declaration to the effect that Mr. Malpani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated 20 June 2018.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing his candidature for the office of Director, for a period of five consecutive years with effect from 13 August 2021.

Mr. Gopal Ajay Malpani, aged about 40 years is LL.B, C.A., B.Com and M.B.L. (National Law School of India University, Bangalore). He is an Advocate in Practice for more than 15 years rendering advisory services on various matters, mainly pertaining to corporate laws and stamp duty on mergers, amalgamation, restructuring and acquisition, Stamp duty laws and financial due diligence. His Core specializations are in corporate laws, advisory on Business set up, Business acquisition, Due diligence for Business acquisition/property acquisition, property laws, applicability and impact of stamp duty on transaction and restructuring, due diligence and advisory on financial statements and accounting.

The Board considers that Mr. Malpani is a person of integrity and has relevant experience and expertise to be appointed as Independent Director of the Company, for the aforesaid term and his association with the Company as an Independent Director would be beneficial to the Company. The Board, based upon his declaration of Independence, is of opinion that he fulfils the conditions specified in the Act and the Rules made thereunder and Listing Regulations for the appointment as an Independent Director and also confirmed that he has complied with Rule 6 (1) and (2) of the Companies (Appointment and Qualification of

Directors) Rules, 2014 regarding inclusion of his name in data bank for Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Malpani will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

A Copy of draft letter of appointment of Mr. Malpani as an Independent Director setting out the detailed terms and conditions would be available for inspection by Members at the website of the Company i.e., www.himadri.com until the date of the ensuing Annual General Meeting.

Except Mr. Malpani, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Resolution as set out under Item No. 8 of this Notice for approval by the Members of the Company as an ordinary resolution.

Brief Profile of Mr. Malpani, pursuant to para 1.2.5 of SS-2 ("Revised Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is annexed as **Annexure-III** to the explanatory statement.

Item Nos. 9 to 12

The Members of the Company at the 31st Annual General Meeting (AGM) of the Company held on 25 September 2019, passed special resolutions and approved the appointment and remuneration of Mr. Bankey Lal Choudhary, (DIN: 00173792), as Whole-Time Director, Mr. Anurag Choudhary (DIN: 00173934) as Managing Director & CEO, Mr. Amit Choudhary (DIN: 00152358) as Whole-Time Director and Mr. Tushar Choudhary (DIN: 00174003) as Whole-Time Director of the Company being liable to retirement by rotation. This approval included payment of remuneration to the said executive directors in case of inadequacy of profits or losses. While all other disclosures as required under Section 197 of the Act read with Schedule V to the Act were

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provided in the explanatory statement to the said AGM notice, the General Information as required under clause (iv) of last proviso to Section II of Part II of Schedule V to the Act was inadvertently missed in explanatory statement. The said disclosure is being provided herein under.

The Board at its' meeting held on 28 May 2019, and upon recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Bankey Lal Choudhary as Managing Director. Further the Board of Directors at its' meeting held on 14 August 2019, had appointed him as Whole-Time Director with effect from 14 August 2019, for a period of five years, subject to approval of the Shareholders. The Board had also designated him as an Executive Chairman in the said meeting. However, the Board of Directors at its meeting held on 22 June 2021 inter-alia has considered and approved that the Board shall elect a non-executive director who is not related to Managing Director & CEO or

the Promoter of the Company i.e., the chairperson of each board meeting shall be elected at the respective meeting from amongst the Independent Directors. Hence there will be no regular Chairman of the Board for the time being until appointment of regular Chairman/ Chairperson by the Board. Accordingly, Mr. Bankey Lal Choudhary (DIN: 00173792), an Executive Director, ceased to be the Chairman with effect from 22 June 2021 and continues to be the Whole-Time Director till 31 March 2024.

Mr. Anurag Choudhary was appointed as Managing Director & CEO of the Company for a period of 5 (Five) years with effect from 14 August 2019 to 13 August 2024. Mr. Amit Choudhary and Mr. Tushar Choudhary were appointed as Whole-Time Directors of the Company for a period of 5 (Five) years with effect from 14 August 2019 to 13 August 2024.

The Company had been making consistent adequate profit for the last two immediately preceding Financial Years as per table below:

Financial Year	Revenue from operations (Standalone) (₹ in Lakhs)	Revenue from operations (Consolidated) (₹ in Lakhs)	Profit Before Tax (Standalone) (₹ in Lakhs)	Profit Before Tax (Consolidated) (₹ in Lakhs)	Profit After Tax (Standalone) (₹ in Lakhs)	Profit After Tax (Consolidated) (₹ in Lakhs)
2018-19	237,661.90	242,238.66	44,929.44	46,213.77	31,139.20	32,423.55
2019-20	180,349.85	180,580.03	6,976.24	19,414.52	8,097.65	20,535.91

During the financial year 2020-2021, the Company achieved total revenue from operations of ₹167,945.80 lakhs for the year ended 31 March 2021 as against ₹180,349.85 lakhs for the year ended 31 March 2020 representing a decrease of 6.88% because of decrease in average realization. Sales realization was impacted due to market competitiveness. During the financial year 2020-21, the Company earned a profit after tax of ₹ 4,667.17 lakhs as compared to ₹ 8,097.65 lakhs in the previous year.

Thus, on account of the above reasons the Company had inadequate profits in the financial year 2020-21 for the purpose of managerial remuneration in terms of Section 197 of the Act.

In view of the above, the payment of the managerial remuneration to the managerial personnel for their remaining tenure may fall within the purview of Section II of Part II of Schedule V of the Act (as amended).

Accordingly, on recommendation of the Nomination and Remuneration Committee the Board of Directors at its Meeting held on 13 August 2021 decided to approach the Members of the Company seeking their approval by way of special resolutions to the remuneration payable to the aforesaid managerial personnel for their remaining tenure in the event of loss or inadequacy of profits including remuneration paid for the financial year 2020-21. This approval is also taken in light of the information added in the explanatory statement and as an approval under Regulation 17(6)(e) of Listing Regulations.

The details of remuneration of the aforesaid Managerial Personnel are given in **Annexure-I**. The information pursuant to Schedule V of the Act, as amended, are given in **Annexure-II** forming part of this Notice.

Details as required under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard

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on General Meeting (SS-2) with respect to Directors seeking appointment / re-appointment at ensuing AGM is given in the **Annexure- III** to this Notice.

The Directors, therefore, recommend the Resolution no 9-12 to be passed as a Special Resolution by the Members.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of appointment of such managerial person(s). The Company has not issued any Non-Convertible Debentures.

Except Mr. Bankey Lal Choudhary, Mr. Shyam Sundar Choudhary, Mr. Vijay Kumar Choudhary, Mr. Tushar Choudhary and their relatives none of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the aforesaid resolutions no 9 except to the extent of their shareholding, if any, in the Company.

Except Mr. Anurag Choudhary, Mr. Shyam Sundar Choudhary, Mr. Amit Choudhary and their relatives none of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the aforesaid resolutions no 10 except to the extent of their shareholding, if any, in the Company.

Except Mr. Amit Choudhary, Mr. Shyam Sundar Choudhary, Mr. Anurag Choudhary and their relatives none of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the aforesaid resolutions no 11 except to the extent of their shareholding, if any, in the Company.

Except Mr. Tushar Choudhary, Mr. Bankey Lal Choudhary and their relatives none of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the aforesaid resolutions no 12 except to the extent of their shareholding, if any, in the Company.

Annexure-I

(a) Mr. Bankey Lal Choudhary, (DIN: 00173792), Whole-Time Director

Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Act and subject to approval of the Company in general meeting, the Whole-Time Director shall be paid the following remuneration.

- i) Salary
₹ 2,00,00,000/- per annum (Rupees Two Crore only)
- ii) Perquisites:
In addition to above, the Whole-Time Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.

- a) Housing
 - i) The expenditure by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Whole-Time Director.

Or

- ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

- iii) In case no accommodation is provided by the Company, the Whole-Time Director shall be entitled to house rent allowance subject to the ceiling as specified above.

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- b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.
- c) Reimbursement of Medical Expenses/ Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.
- d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
- e) Fees of club subject to a maximum of two clubs. This will not include admission and life member ship fee.
- f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.
- g) Contribution to Provident Fund and Superannuation Fund or NPS or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.
- i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Whole-Time Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Whole-Time Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Act.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may be amended from time to time and any other applicable laws, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

(b) Mr. Anurag Choudhary (DIN: 00173934), Managing Director & CEO

Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Act and subject to approval of the Company in general meeting, the Managing Director & CEO shall be paid the following remuneration.

- i) Salary
₹ 2,50,00,000/- per annum (Rupees Two Crore fifty lakhs only)
- ii) Perquisites:
In addition to above, the Managing Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.
 - a) Housing
 - i) The expenditure by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Managing Director.

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Or

- ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

- iii) In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling as specified above.
- b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.
- c) Reimbursement of Medical Expenses/ Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.
- d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
- e) Fees of club subject to a maximum of two clubs. This will not include admission and life member ship fee.
- f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.
- g) Contribution to Provident Fund and Superannuation Fund or NPS or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- h) Earned Leave on full pay and allowance as per the Rules of the Company but not

exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.

- i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Managing Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Managing Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Act.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may be amended from time to time and any other applicable laws, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

(c) Mr. Amit Choudhary (DIN: 00152358), Whole-Time Director

Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Act and subject to approval of the Company in general meeting, the Whole-Time Director shall be paid the following remuneration.

- i) Salary
₹ 2,00,00,000/- per annum (Rupees Two Crore only)
- ii) Perquisites:
In addition to above, the Whole-Time Director shall be entitled to the following

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perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.

a) Housing

i) The expenditure by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Whole-Time Director.

Or

ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

iii) In case no accommodation is provided by the Company, the Whole-time Director shall be entitled to house rent allowance subject to the ceiling as specified above.

b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall, be however, subject to a ceiling of ten percent of the salary.

c) Reimbursement of Medical Expenses/ Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.

d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

e) Fees of club subject to a maximum of two clubs. This will not include admission and life member ship fee.

f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.

g) Contribution to Provident Fund and Superannuation Fund or NPS or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.

i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Whole-Time Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of the Whole-Time Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Act.

Provided that the aggregate of salary, and perquisites in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may be amended from time to time and any other applicable laws, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

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(d) Mr. Tushar Choudhary (DIN: 00174003), Whole-Time Director

Remuneration

In terms of the provisions of Schedule V read with Section 196 & 197 of the Act and subject to approval of the Company in general meeting, the Whole-Time Director shall be paid the following remuneration.

i) Salary

₹ 2,00,00,000/- per annum (Rupees Two Crore only)

ii) Perquisites:

In addition to above, the Whole-Time Director shall be entitled to the following perquisites subject to a maximum amount equal to the annual salary with an option to receive the perquisites or any lawful combination as mutually agreed between him and the Board.

a) Housing

i) The expenditure by the Company on hiring un-furnished accommodation will be subject to a ceiling of sixty percent of the salary, over and above ten per cent shall be payable by the Whole-Time Director.

Or

ii) In case the accommodation is owned by the Company, ten per cent of the salary shall be deducted by the Company.

Or

iii) In case no accommodation is provided by the Company, the Whole-Time Director shall be entitled to house rent allowance subject to the ceiling as specified above.

b) The expenditure incurred by the Company on gas, electricity, water and furnishings, etc, shall be valued as per the Income Tax Rules, 1962. This shall,

be however, subject to a ceiling of ten percent of the salary.

c) Reimbursement of Medical Expenses/ Medical Insurance coverage premium incurred for self and his family subject to a ceiling of one months' salary in a year or five month's salary over a period of five years.

d) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.

e) Fees of club subject to a maximum of two clubs. This will not include admission and life member ship fee.

f) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self / family as may be fixed by the Board from time to time.

g) Contribution to Provident Fund and Superannuation Fund or NPS or or Annuity Fund will not be included in computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

h) Earned Leave on full pay and allowance as per the Rules of the Company but not exceeding one month's salary for every eleven months of service. Encashment of leave at the end of the tenure as per the rules of the Company and the same will not be included in computation of the ceiling on perquisites.

i) Provision of Company car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Whole-Time Director.

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits in any financial year, during the

Notice (Contd.)

term of office of the Whole-Time Director, the remuneration by way of salary and perquisites etc., as specified here in, shall be the minimum remuneration as prescribed under Section II of Part II of Schedule V of the Act.

Provided that the aggregate of salary, and perquisites in any one financial year shall not

exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may be amended from time to time and any other applicable laws, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.

Annexure-II

STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 9 to 12 OF THE NOTICE AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS THE CASE MAY BE:

I. General Information

i. Nature of industry

The Company is engaged in the business of Speciality chemicals, and Carbon black.

ii. Date or expected date of commencement of commercial production

The Company was incorporated in 1987 and has already commenced commercial production since long.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable

iv. Financial performance based on given indicators:

	(₹ in Lakhs)		
For the Financial Year	2020-21	2019-20	2018-19
Revenues	167,945.80	180,349.85	237,661.90
Net Profit/ (Loss) before Tax	6,396.68	6,976.24	44,929.44
Net Profit/ (Loss) after Tax	4,667.17	8,097.65	31,139.20
Paid up Equity Share Capital	4,189.65	4,188.08	4,185.79
Earnings Per Share (₹)	1.11	1.93	7.44
Dividend %	15%	15%	15%

v. Foreign investments or collaborations, if any:

BC India Investments holds 48,178,860 (11.50%) share in the Company as on 31 March 2021. Further, they have divested 2.98% shareholding and accordingly holds 35,678,860 (8.52%) share as on the date of this notice of AGM.

Notice (Contd.)

II. Information about the Appointee

Sl. No.	Particulars	Mr. Bankey Lal Choudhary	Mr. Anurag Choudhary	Mr. Amit Choudhary	Mr. Tushar Choudhary
1	Background details	<p>He is an Executive Director (Promoter) of the Company since its incorporation. He is a commerce graduate. An Industrialist with experience of more than 44 years in area of chemicals business. He has been associated with Company since its incorporation.</p>	<p>Mr. Anurag Choudhary is the Managing Director and CEO (Promoter) of the Company. He has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. He is a commerce graduate.</p> <p>He joined Himadri as part of Management in 1992 and promoted to the post of CEO in 2006 and leading to integrated specialty carbon corporation in India. He has led the Company's transformation from a coal tar pitch manufacturing Company to one of the world's most extensive value chains in the carbon segment. Under his leadership the Group has achieved market leadership in its key products and expanded into new products and markets like special pitch for use in long range warhead missiles, specialty carbon black, lithium-ion battery material, construction chemicals, etc. He has a firm belief that true value stems from innovation. Himadri today has a very strong R&D cell recognized by the Government of India with global expertise which powers its growth through innovations in products, processes, and technology.</p> <p>He started with a vision of creating largest integrated specialty carbon complex in the world. Towards this end, the group constantly forward integrated into value-added products creating value from every element of its key raw material - coal tar, thereby creating a one-of-its-kind specialty carbon complex globally. His vision and relentless focus on execution has led to Himadri achieving leadership position in most of its product categories.</p>	<p>Mr. Amit Choudhary is an Executive Director (Promoter) of the Company. He is a commerce graduate and is responsible for project expansions and implementation activities of the Group. Under his supervision, there has been multifold capacity expansion across all businesses. He also mentors the Human Resource function of the Group in building a proud Himadri team.</p>	<p>Mr. Tushar Choudhary, is an Executive Director (Promoter) of the Company. An Alumnus of Harvard Business School and a commerce graduate and he is responsible for the entire gamut of operational & technical development, infrastructure creation and process improvement activities of all the businesses. His approach of maintaining sustainability in Operations has made the Company a carbon positive Carbon Corporation along with enviable zero discharge status across all the geographic locations.</p>
2	Past remuneration	₹ 2.00 Crore annually plus perquisites	₹ 2.50 Crore annually plus perquisites	₹ 2.00 Crore annually plus perquisites	₹ 2.00 Crore annually plus perquisites
3	Recognition or awards	None	Yes	None	None
4	Job profile and his suitability	Please see (1) above	Please see (1) above	Please see (1) above	Please see (1) above

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Sl. No.	Particulars	Mr. Bankey Lal Choudhary	Mr. Anurag Choudhary	Mr. Amit Choudhary	Mr. Tushar Choudhary
5	Remuneration proposed	Remuneration paid/ payable is as per the resolution approved by Members of the Company in their 31 st AGM. He draws remuneration from the Company only in the capacity of being the Whole-Time Director.	Remuneration paid/ payable is as per the resolution approved by Members of the Company in their 31 st AGM. He draws remuneration from the Company only in the capacity of being the Managing Director & CEO.	Remuneration paid/ payable is as per the resolution approved by Members of the Company in their 31 st AGM. He draws remuneration from the Company only in the capacity of being the Whole-Time Director.	Remuneration paid/ payable is as per the resolution approved by Members of the Company in their 31 st AGM. He draws remuneration from the Company only in the capacity of being the Whole-Time Director.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Bankey Lal Choudhary holds 1,484,280 equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of his shareholding, Mr. Choudhary does not have any other pecuniary relationship with the Company.	Mr. Anurag Choudhary does not hold any equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of his shareholding, Mr. Choudhary does not have any other pecuniary relationship with the Company.	Mr. Amit Choudhary does not hold any equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of his shareholding, Mr. Choudhary does not have any other pecuniary relationship with the Company.	Mr. Tushar Choudhary holds 1,484,280 equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of his shareholding, Mr. Choudhary does not have any other pecuniary relationship with the Company.
8	Relationship with other Directors & KMP	Mr. Vijay Kumar Choudhary, Whole-Time Director - Brother Mr. Shyam Sundar Choudhary, Whole-Time Director - Brother Mr. Tushar Choudhary, Whole-Time Director- Son	Mr. Shyam Sundar Choudhary, Whole-Time Director - Father Mr. Amit Choudhary, Whole-Time Director - Brother	Mr. Shyam Sundar Choudhary, Whole-Time Director - Father Mr. Anurag Choudhary, Managing Director & CEO - Brother	Mr. Bankey Lal Choudhary, Whole-Time Director - Father



Notice (Contd.)

III. Other Information

i. Reasons of loss or inadequate profits:

The Company achieved total Revenue from Operations of ₹ 167,945.80 lakhs for the year ended 31 March 2021 as against ₹ 180,349.85 lakhs for the year ended 31 March 2020 representing a decrease of 6.88% because of decrease in average realization. The earnings before interest, taxes, depreciation, and amortization ('EBITDA') for the year, excluding the effect of foreign exchange fluctuation loss/ (gain) and other income was ₹ 12,757.21 lakhs as compared to ₹ 29,807.14 lakhs for the previous year. EBITDA for the year decreased by 57.20% due to decrease in average realisation. Sales realization was impacted due to market competitiveness. During the financial year 2020-21, the Company earned a profit after tax of ₹ 4,667.17 lakhs as compared to ₹ 8,097.65 lakhs in the previous year.

ii. Steps taken during the year for improvement:

The Company has actively taken strategic and operational measures to improve the performance of the Company. The Company has streamlined various processes which has improved the efficiency of the operations. Along with these and other measures taken by the Company and with

improvement in business sentiments, the Company is confident of improving its performance and profitability in the coming years. The Company has taken steps of cost rationalization which will help the Company in reducing its cost.

iii. Expected increase in productivity and profits in measurable terms:

The Cost rationalisation efforts undertaken by the Company will help the Company to reduce cost of the Company and improve its profitability matrix. The Company has taken appropriate steps to ensure improvement in profitability in future which is subject to improvement in economic scenario and market condition. The performance of the Company has been affected due to various external factors. It would therefore, be inappropriate to quantify in measurable terms the likely increase in productivity and profits, which will take place as a result of the steps taken by the Company. The Company expects a better performance in all measurable parameters in the coming years in view of the various measures taken by the Company to improve its performance.

IV. Disclosures

The required disclosures pursuant to Schedule V to the Act are given in the Explanatory Statement hereinbefore and in the Corporate Governance Report which is annexed to the Board's Report.

Notice (Contd.)

Annexure-III

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to para 1.2.5 of revised SS-2 and Regulation 36(3) of the Listing Regulations

	(1)	(2)	(3)	(4)
Name of Director	Mr. Girish Paman Vanvari	Mr. Santosh Kumar Agrawala	Mr. Gopal Ajay Malpani	Mr. Bankey Lal Choudhary
DIN	07376482	00364962	02043728	00173792
Date of Birth / Age	10-04-1972 (49 years)	19-03-1955 (66 years)	25-08-1981 (40 Years)	06-05-1953 (68 years)
Date of first appointment on the Board	22-06-2021	14-11-2016	13-08-2021	28-07-1987
Qualifications	FCA, B.Com	B.Com(Hons), AASN, FCMA, FCS	LLB, CA, B.Com, M.B.L. (National Law School of India University, Bangalore)	B.Com
Experience (approx.)	27 years	37 Years	15 years	44 years
Nature of Expertise and Brief resume.	He has over 27 years of consulting experience and he is the Founder of Transaction Square, Tax, Regulatory and Business Advisory Firm. Prior to his entrepreneurial venture, Mr. Girish had a 13 year stint with KPMG wherein he was the National Leader for Tax at KPMG India. Prior to KPMG, Mr. Girish Paman Vanvari was at Arthur Andersen for over a decade	Mr Santosh Kumar Agrawala, aged about 66 years, B.Com (Hons), AASM, FCMA, FCS having experience of more than 37 years in the field of Company Law, Secretarial, SEBI Laws, Finance and Accounts, HR and Administration etc. He has served as a Company Secretary in public listed Company Bairampur Chini Mills Limited for a period of about 21 years and also in Birla Organisation for about 14 years including as Company Secretary of Birla cotton spg. and Wvg. Mills Ltd and Bharat sugar Mills Ltd. He was also associated with the Institute of Company Secretaries of India (ICSI) as central council member (2015 to 2018), Member of Disciplinary Committee for 4 years (2015 to 2018), Member of Secretarial Standard Board for 2 years (2010 & 2011), Chairman - Editorial Advisory Board of the Journal CHARTERED SECRETARY for 2 years (2017 & 2018) and Chairman of EIRC of the ICSI in 2000. He was also associated with FICCI as a member of Corporate Law and Taxation sub-Committee and with CII as a member, Corporate Governance Task force.	Mr. Gopal Ajay Malpani, aged about 40 years is LL.B, C.A., B.Com and M.B.L. (National Law School of India University, Bangalore). He is an Advocate in Practice for more than 15 years rendering advisory services on various matters, mainly pertaining to corporate laws and stamp duty on mergers, amalgamation, restructuring and acquisition, Stamp duty laws and financial due diligence. His Core specializations are in corporate laws, advisory on Business set up, Business acquisition/ property acquisition, property laws, applicability, and impact of stamp duty on transaction and restructuring, due diligence and advisory on financial statements and accounting.	Same as mentioned in Annexure II above.
Terms and conditions of appointment or re-appointment	Proposed to be appointed as an Independent Director for a period of five years not liable to retire by rotation.	Proposed to be re-appointed as an Independent Director for a further period of five years not liable to retire by rotation	Proposed to be appointed as an Independent Director for a period of five years not liable to retire by rotation.	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Bankey Lal Choudhary in this regard and also as per the Explanatory Statement mentioned above.



	(1)	(2)	(3)	(4)
Name of Director	Mr. Girish Paman Vanvari	Mr. Santosh Kumar Agrawala	Mr. Gopal Ajay Malpani	Mr. Bankey Lal Choudhary
Details of remuneration sought to be paid	Eligible to receive sitting Fees as per the terms and conditions for the appointment of the independent directors of the Company.	Eligible to receive sitting fees as per the terms and conditions for the appointment of the independent directors of the Company.	Eligible to receive sitting Fees as per the terms and conditions for the appointment of the independent directors of the Company.	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Bankey Lal Choudhary in this regard and also as per the Explanatory Statement mentioned above.
Remuneration last drawn	NA	₹ 4.86 Lakhs as sitting fee in the FY 2020-21	NA	₹ 200.68 Lakhs
Number of Board Meetings attended during the financial year 2020-21	NA	8/8	NA	7/8
Relationship with other Directors & KMP	NIL	NIL	NIL	1. Mr. Shyam Sundar Choudhary - Brother 2. Mr. Vijay Kumar Choudhary - Brother 3. Mr. Tushar Choudhary - Son
No. of shares held including the shareholding as Non-executive Director (₹ 1/- each)	NIL	NIL	NIL	1,484,280 (0.35%)
Directorship in other Companies	Aurobindo Pharma Ltd, Tarsons Products Ltd, Rategain Travel Technologies Ltd; Kolte-Patil Developers Ltd	Ganges Infotech Pvt Ltd, Himadri Credit & Finance Ltd	Legal Talky Real Estates Pvt Ltd, Mrigasya Infrabuild Pvt Ltd, Legal Talky India Pvt Ltd, Gori Estates and Advisors Pvt Ltd, Madhur Investment Pvt Ltd	Sri Agro Himghar Ltd, Himadri Power Ltd, Himadri Credit & Finance Ltd, Motovolt Mobility Pvt Ltd.
Chairman/ Member of the committee of Board of other Companies	Aurobindo Pharma Ltd : Audit Committee (Chairman), Risk Management Committee (Chairman), Nomination & Remuneration Committee (Member), Stakeholders Committee (Member), CSR Committee (Member)	Himadri Credit & Finance Ltd: Nomination & Remuneration Committee (Chairman), Audit Committee (Chairman)	NIL	Himadri Credit & Finance Ltd: Audit Committee (Member)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	Directorship of the Board: Aurobindo Pharma Ltd; Kolte-Patil Developers Limited Membership of the committees of the Board: Aurobindo Pharma Ltd : Audit Committee, Risk Management & Nomination Committee, Remuneration Stakeholders Committee, CSR Committee	Directorship of the Board: Himadri Credit & Finance Ltd Membership of the committees of the Board: Himadri Credit & Finance Ltd: Nomination & Remuneration Committee, Audit Committee	NIL	Directorship of the Board: Himadri Credit & Finance Ltd Membership of the committees of the Board: Himadri Credit & Finance Ltd: Audit Committee

Notice (Contd.)

	(5)	(6)	(7)
Name of Director	Mr. Anurag Choudhary	Mr. Amit Choudhary	Mr. Tushar Choudhary
DIN	00173934	00152358	00174003
Date of Birth / Age	03.08.1972 (49 years)	22.11.1975 (46 Years)	05.04.1974 (45 years)
Date of first appointment on the Board	14-08-2019	14-08-2019	14-08-2019
Qualifications	B. Com (Hons)	B. Com (Hons)	B. Com (Hons)
Experience (approx.)	30 years	22 years	22 years
Nature of Expertise and Brief resume.	Same as mentioned in Annexure II above	Same as mentioned in Annexure II above	Same as mentioned in Annexure II above
Terms and conditions of appointment or re-appointment	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Anurag Choudhary in this regard and also as per the Explanatory Statement mentioned above.	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Amit Choudhary in this regard and also as per the Explanatory Statement mentioned above.	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Tushar Choudhary in this regard and also as per the Explanatory Statement mentioned above.
Details of remuneration sought to be paid	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Anurag Choudhary in this regard and also as per the Explanatory Statement mentioned above.	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Anurag Choudhary in this regard and also as per the Explanatory Statement mentioned above.	As per the resolution approved by Members of the Company in their 31 st AGM and the agreement executed by the Company and Mr. Anurag Choudhary in this regard and also as per the Explanatory Statement mentioned above.
Remuneration last drawn	₹ 250.68 Lakhs	₹ 200.61 Lakhs	₹ 200.61 Lakhs
Number of Board Meetings attended during the financial year 2020-21	8 / 8	7 / 8	8 / 8
Relationship with other Directors & KMP	Mr. Shyam Sundar Choudhary-Father Mr. Amit Choudhary- Brother	Mr. Shyam Sundar Choudhary- Father Mr. Anurag Choudhary- Brother	Mr. Bankey Lal Choudhary - Father
No. of shares held (₹ 1/- each)	NIL	NIL	1,484,280 (0.35%)

Notice (Contd.)

Name of Director	(5)	(6)	(7)
Directorship in other Companies	<p>Mr. Anurag Choudhary AAT Techno Info Ltd, Raghu Management Pvt Ltd, Raghupati Consultants Pvt Ltd, Salasar Management Ltd, Sampoorna Merchandise Pvt Ltd, Himadri Credit & Finance Ltd, Himadri E-Carbon Ltd, Next Generation Condominiums Pvt Ltd, Himadri Real Estate Pvt Ltd, Pujita Merchandise Pvt Ltd, Perfect Hi-Rise Pvt Ltd, Anatahan Infrastructure Pvt Ltd, Peaklevel Infrastructure Pvt Ltd, Modern Hi-Rise Pvt Ltd, Himadri Industries Pvt Ltd, Sri Agro Himghar Ltd</p>	<p>Mr. Amit Choudhary Rameshwar Consultants Pvt Ltd, Salasar Management Ltd, Himadri E-Carbon Ltd, Padmavati Estates Pvt Ltd, Perfect Hi-Rise Pvt Ltd, Swarnalekha Developers Pvt Ltd, Sri Siromani Dealers Pvt Ltd, Next Generation Condominiums Pvt Ltd, Himadri Real Estate Pvt Ltd, Trimurti Merchandise Pvt Ltd, Bluemoon Realcon Pvt Ltd, Hemaprabha Developers Pvt Ltd, Aat Techno-Info Ltd, Modern Hi-Rise Pvt Ltd, Himadri Industries Pvt Ltd, Himadri Ujjwal Motors Pvt Ltd (Under Process Of Striking Off)</p>	<p>Mr. Tushar Choudhary Next Generation Traders Pvt Ltd, Himadri Credit & Finance Ltd, Padmavati Estates Pvt Ltd, Gopal Management Pvt Ltd, Himadri E-Carbon Limited, Salasar Management Ltd, Sitaram Management Pvt Ltd, Trimurti Merchandise Pvt Ltd, Modern Hi-Rise Pvt Ltd, Swarnalekha Developers Pvt Ltd, Aat Techno-Info Ltd, Sampoorna Merchandise Pvt Ltd, Himadri Real Estate Pvt Ltd, Lotus Villa Pvt Ltd, Himadri United Motors Pvt Ltd, Himadri Ujjwal Motors Pvt Ltd (Under Process Of Striking Off), Himadri Industries Pvt Ltd, Motovolt Mobility Pvt Ltd</p>
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	<p>Directorship of the Board: Himadri Credit & Finance Ltd Membership of the committees of the Board: Himadri Credit & Finance Ltd: Nomination & Remuneration Committee</p>	NIL	Directorship of the Board: Himadri Credit & Finance Ltd

By Order of the Board

Sd/-
Monika Saraswat
Company Secretary
ACS: 29322

Place: Kolkata
Date: 13 August 2021